## Edgar Filing: VIGANO PAUL R - Form 4

VIGANO I Form 4 December												
FOR	VI 4 UNITED	STATES			AND EXC n, D.C. 205		GE COM	IMISSION	OMB Number:	3235-0287		
Check t if no lo	this box			U					Expires:	January 31,		
subject Section Form 4 Form 5 obligati	to 16. or Filed pu	MENT OF	ection	<b>SECU</b> 16(a) of	et of 1934,	Estimated av burden hours response						
See Instruction 1(b). Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940												
(Print or Type	e Responses)											
VIGANO PAUL R Symbol				Icon				Relationship of Reporting Person(s) to ter				
								(Check all applicable)				
(Month/				the of Earliest Transaction hth/Day/Year)					Officer (give title Other (specify			
				Month/Day/Year) Appl _X_				ndividual or Joint/Group Filing(Check licable Line) Form filed by One Reporting Person Form filed by More than One Reporting on				
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2. Transaction Date 2A. Deemed			3. 4. Securities Acquired (A) or TransactiorDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	(D)	Price	(Instr. 3 and 4	)	_		
Common	12/13/2005			J <u>(1)</u>	6,987,111	D	\$ 29.0894	19,029,174	Ι	See Footnote 3. $\frac{(3)}{2}$		
Common	12/14/2005			J <u>(2)</u>	944,416	D	\$ 29.0894	18,084,758	Ι	See Footnote 3. $\frac{(3)}{2}$		
Common	12/13/2005			J <u>(1)</u>	61,295	D	\$ 29.0894	166,935	I	See Footnote 4. <u>(4)</u>		
Common	12/14/2005			J <u>(2)</u>	8,286	D	\$ 29.0894	158,649	Ι	See Footnote		

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### 4. (4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

#### Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transact Code (Instr. 8)	5. tionNumber of ) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
VIGANO PAUL R 177 BROAD STREET, 15TH FLOOR STAMFORD, CT 06901		Х					
Signatures							
Paul R. Vigano, By: Daniel J. O'Brien, Attorney-in-Fact	12/15/2005						
<u>**</u> Signature of Reporting Person			Date				

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares to be sold on December 19, 2005 pursuant to December 13, 2005 Purchase Agreement with underwriters (the "Purchase Agreement").
- (2) Shares to be sold on December 19, 2005 pursuant to the Purchase Agreement as a result of the exercise of an over-allotment option by the underwriters.
- (3) Shares owned by Whitney V, L.P. The undersigned is a managing member of Whitney Equity Partners V, LLC, the general partner of Whitney V, L.P., and has an interest in a limited partner of Whitney V, L.P. The undersigned may be deemed to share voting and

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dispositive power with respect to such shares. The undersigned disclaims beneficial ownership of such shares except to the extent of his proportionate interest.

Shares owned by Whitney Strategic Partners V, L.P. The undersigned is a managing member of Whitney Equity Partners V, LLC, the
(4) general partner of Whitney Strategic Partners V, L.P. The undersigned may be deemed to share voting and dispositive power with respect to such shares. The undersigned disclaims beneficial ownership of such shares except to the extent of his proportionate interest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.